IL&FS | **Private Equity**
IL&FS Investment Managers Limited

Registered Office : The IL&FS Financial Centre, Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East), Mumbai 400 051
Tel. No. +91-22-26533333 Fax No. +91-22-26533056
Website : www.iimlindia.com Email : investor.relations@ilfsindia.com
CIN : L65999MH1986PLC147981

POSTAL BALLOT NOTICE

To,
The Members

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, for altering the 'Main Object Clause' of the Memorandum of Association ("MOA") of the Company and the Board of Directors of the Company proposes the same for seeking the approval of members

Resolution to be passed through Postal Ballot :

To consider and if thought fit to pass, with or without modifications, the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai ("ROC") and the Securities & Exchange Board of India and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause 1A under Part - A of Clause III, after the existing sub-clause 1 :

1A. To set up, incorporate, establish, acquire Company(ies), Body Corporate, Special Purpose Vehicles (SPVs) with the object of carrying on business related to asset management, mutual fund/Alternate Investment Funds/Venture Capital Funds, any other fund(s), stock broking, wealth management and to act as settlor, sponsor, co-sponsor, asset manager, trustee(s), stock brokers in or outside India"

"RESOLVED FURTHER THAT all the Directors of the Company and the company secretary be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution"

By Order of the Board of Directors

SANJAY MITRA
Company Secretary

Registered Office :

The IL&FS Financial Centre,
Plot No. C-22, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

Place : Mumbai
Dated : August 27, 2015

NOTES :

(I) The relative Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 and rules made thereunder stating out material facts pertaining to the above Resolution is annexed hereto along with a Postal Ballot Form for consideration of members

(II) The Board of Directors at its meeting held on August 11, 2015, has appointed Mr. Jagdish Patel of Jagdish Patel & Co, Practicing Company Secretaries, as Scrutinizer for conducting the voting through the Postal Ballot process in a fair and transparent manner

(III) Members can also download the Notice and Postal Ballot Form from the link www.evoting.nsdl.com or www.iiimlindia.com or seek a duplicate Postal Ballot Form from M/s. Link Intime (India) Private Limited, Registrar & Transfer Agents, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078

(IV) Voting Options :

(1) E-Voting Facility : In compliance with Clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013 read withthe Companies (Management and Administration) Rules, 2014, the Company is pleased to provide an option to the members holding shares in demat form and in physical form, to vote on the postal ballot by way of electronic voting/e-voting to enable members to cast their vote electronically

The Company has appointed National Securities Depository Limited (NSDL) to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. The voting period starts on Tuesday, September 15, 2015 at 9 a.m. and ends on Wednesday, October 14, 2015 at 5.30 p.m. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote is casted by member, the member shall not be allowed to change it subsequently

You are requested to carefully read the e-Voting instructions as below, before casting your vote on e-Voting site : https://www.evoting.nsdl.com/

(a) In case of Members' receiving e-mail from NSDL :

(i) Open e-mail and open PDF file viz. “IIML Info e-Voting.pdf” with your Client ID or Folio Number as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password
(ii) Launch internet browser by typing the following URL : https://www.evoting.nsdl.com
(iii) Click on Member – Login
(iv) Put user ID and password as initial password noted in step (i) above. Click Login
(v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
(vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles
(vii) Select “EVEN”(E-Voting Event Number) of IL&FS Investment Managers Limited
(viii) Now you are ready for e-Voting as Cast Vote page opens
(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted
(x) Upon confirmation, the message “Vote cast successfully” will be displayed
(xi) Once you have voted on the resolution, you will not be allowed to modify your vote

(xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: ppvapi13@yahoo.com, with a copy marked to evoting@nsdl.co.in

(b) In case of Members' receiving Postal Ballot Form by Post and desiring to cast e-vote

(i) Initial password is provided at the bottom of the Postal Ballot Form
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of (a) above, to cast vote

(c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com OR Members may send an email to investor.relations@ilfsindia.com or call on 022-2499 4600

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote

(e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

(2) Voting through Physical Postal Ballot Form : Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form with the Assent (For) or Dissent (Against), in the attached self-addressed envelope, so as to reach the Scrutinizer on or before October 14, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The self-addressed envelope attached to this notice bears the address to which the duly completed Postal Ballot form is to be sent

(3) Please note that in case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered

(V) The Scrutinizer shall within a period not exceeding seven days submit his report to the Company and the result of the Postal Ballot will be announced by displaying the same along with the Scrutinizer's report, on the Company website www.iimlindia.com. The date of declaration of postal ballot results will be taken to be the date of passing the Resolutions

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company proposes to foray into Mutual Fund business which is in the line with the normal activities of the Company i.e. to undertake fiduciary activities and managing third party fund

The Company's existing Object clause authorises the Company to undertake fiduciary activities and hold investment in the share capital of other companies. The acquisition of shares would require the approval of the Securities and Exchange Board of India. SEBI in the past has insisted that every Sponsor of a Mutual Fund should specifically provide for such activity in its Objects Clause

Hence, as a matter of abundant caution it is proposed to alter the Objects Clause of the Company so as to specifically enable the Company to act as a Sponsor of a Mutual Fund and to facilitate other allied activities as required under the SEBI (Mutual Funds) Regulations, 1996

In view of the above, it is proposed to alter the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of following sub-clause 1A under Part - A of Clause III, after the existing sub-clause 1

The above amendment would also be subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and any other Statutory or Regulatory Authority, as may be necessary

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days. The proposal outlined above is in the interest of the Company and the Board recommends the passing of the resolution set out in the accompanying Notice as a Special Resolution

None of the Director/Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution

Registered Office :

The IL&FS Financial Centre,
Plot No. C-22, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

By Order of the Board of Directors

SANJAY MITRA
Company Secretary

Place : Mumbai
Dated : August 27, 2015

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CIN : L65999MH1986PLC147981

POSTAL BALLOT FORM

1. Name and Registered address of the sole/first named member (in block letters)

2. Name(s) of joint holders(s) if any (in block letters)

3. Registered Folio No./DP ID No./ Client ID No.*
(* Applicable to investors holding shares in dematerialized form)

4. Number of shares held

5. I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our Assent (For) or Dissent (Against) to the said Resolution by placing the tick (√) mark at the appropriate box below **:**

Item No.	Description	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for altering the Main Object Clause of the Memorandum of Association (MOA) of the Company			

Place : _____

Date : _____

_____
(Signature of the member)

Note: *Members are requested to read carefully the instructions printed overleaf before exercising the vote*

Electronic Voting Particulars

EVEN (E-Voting Event Number)	User Id	Password / PIN
103346		

Instructions

1. A member desiring to exercise his/her vote by postal ballot should complete this Postal Ballot form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier/registered post at the expenses of the registered member will also be accepted

2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company

3. The Postal Ballot form should be completed and signed by the member (as per the specimen signature registered with Registrar & Share Transfer Agents/Depository Participants). In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. However where the form is sent separately by the first named member and the joint holders, the vote of the first named member would be valid

4. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot form should be accompanied by a certified true copy of the relevant Board Resolution / Authorisation, with specimen signature(s) of Authorised Signatory(ies). A member may sign the form through an Attorney specifically appointed for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot form

5. The votes should be cast either in favour of or against by putting the tick [√] mark in the column provided for assent or dissent. Postal Ballot form bearing [√] in both the columns will render the form invalid

6. Incomplete, unsigned or incorrectly filled Postal Ballot forms will be rejected

7. The duly completed Postal Ballot form should reach the Scrutinizer not later than the close of working hours on October 14, 2015. Postal Ballot forms received after this date will be strictly treated as if the reply from the member has not been received

8. Voting Rights shall be reckoned on the paid up value of shares registered in the name of member as on date of dispatch of the notice

9. The right of voting by Postal Ballot shall not be exercised by Proxy

10. Members may request for a duplicate Postal Ballot Form, if so required or can download the same from the Company website, and the same duly completed form should reach the scrutinizer not later than the date and time specified above

11. Members are requested not to send any other paper along with Postal Ballot form in the enclosed self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer

12. The Scrutinizer's decision on the validity of a Postal Ballot form will be final and binding

13. Instructions for E-Voting :

    (a) **In case of Members' receiving e-mail from NSDL**

        (i) Open e-mail and open PDF file viz; "IIML Info e-Voting.pdf" with your Client ID or Folio Number as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password
        (ii) Launch internet browser by typing the following URL : https://www.evoting.nsdl.com
        (iii) Click on Member – Login
        (iv) Put user ID and password as initial password noted in step (i) above. Click Login
        (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
        (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles
        (vii) Select "EVEN"(E-Voting Event Number) of IL&FS Investment Managers Limited
        (viii) Now you are ready for e-Voting as Cast Vote page opens
        (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted
        (x) Upon confirmation, the message "Vote cast successfully" will be displayed
        (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
        (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: jppvapi13@yahoo.com, with a copy marked to evoting@nsdl.co.in

    (b) **In case of Members' receiving Postal Ballot Form by Post and desiring to cast e-vote**

        (i) Initial password is provided at the bottom of the Postal Ballot Form
        (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of (a) above, to cast vote

    (c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com OR Members may send an email to investor.relations@ilfsindia.com or call on 022-2499 4600

    (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote

    (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

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IL&FS Investment Managers Limited

The IL&FS Financial Centre
Plot C-22, G-Block
Bandra Kurla Complex
Bandra East
Mumbai 400 051
India

T +91 22 2653 3333
F +91 22 2653 3056
W www.iimlindia.com

Corporate Identification No - L65999MH1986PLC147981

September 14, 2015

The Manager
The Listing Department
National Stock Exchange Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051

NSE Symbol: IVC
ISIN: INE050B01023

Re : Postal Ballot

Dear Sir :

Enclosed herewith are six copies of the Notice issued pursuant to Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, for your records, which the Company has despatched along with the Postal Ballot forms to the shareholders in connection with the approval of the members for altering the 'Main Object Clause' of the Memorandum of Association ("MOA") of the Company

Kindly acknowledge receipt of the same

Thanking you,

Yours sincerely,

IL & FS INVESTMENT MANAGERS LIMITED

Sanjay Mitra
Company Secretary

Encl: as above